

PM 10000350/4

David E. Wells, P.A.
1650 Southeast 17th Street, Suite 204
Fort Lauderdale, FL 33304

April 16, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SUBJECT: David E. Wells, P.A.

Enclosed is two originals and two copies of the articles of incorporation and a check for \$131.25 (for Filing Fee, Certified Copy and Certificate).

From: David E. Wells, c/o Riverside Capital Advisers, 1650 S.E. 17th Street Causeway, Suite 204, Fort Lauderdale, FL 33304. Ph: (954) 524-2999 ext. 237.

Sincerely,

David E. Wells

David E. Wells

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

David E. Wells, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a professional corporation under the provisions of §607, the Florida Business Corporation Act (1993) and §621 the Professional Service Corporation Act, (1993), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be David E. Wells, P.A., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the office of the Corporation is David E. Wells, P. A., 1650 S.E. 17th Street Causeway, Suite 204, Fort Lauderdale, Florida 33304.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1650 S.E. 17th Street Causeway, Suite 204, Fort Lauderdale, FL 33304.

Fort
, City of Lauderdale County of Broward with the privilege of having its offices and branch
offices at other places within or without the State of Florida. The initial registered agent
at that address shall be David E. Wells

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall
be determined in accordance with the Bylaws, but shall not be less than one (1). The name
and address of the person who is to serve as the member of the initial board of directors
is:

David E. Wells

ARTICLE VII

The name and address of the Incorporator is David E. Wells, 800 West Ave.,
Unit 304, Miami Beach, FL 33139.

ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly
licensed or otherwise legally authorized to render the same specific professional services as
those for which the Corporation was incorporated. Shareholders of this Corporation shall
not enter into a voting trust agreement or any other type agreement vesting another person
with the authority to exercise the voting power of any or all of his stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the
corporation against any and all liability and expenses incurred by him/her in connection with
or arising out of any action, suit or proceeding in which he/she may be involved, by reason
of his/her being or having been an officer, director or shareholder of the corporation to the
full extent not prohibited by law.

Executed by the undersigned Incorporator on the 15th day of April, 1997.

D E Wells

David E. Wells, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of David E. Wells
_____, P.A., hereby accepts such designation and is familiar with, and accepts,
the obligations of such position, as provided in Florida Statutes §607.0505.

David E. Wells

David E. Wells

Registered Agent

Dated: April 15, 1997

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